

ILLINOIS  
COMMERCE COMMISSION

STATE OF ILLINOIS

2004 NOV 29 A 9:43

ILLINOIS COMMERCE COMMISSION

CHIEF CLERK'S OFFICE

THE PEOPLES GAS LIGHT AND COKE  
COMPANY )

Informational Statement pursuant to Section )  
6-102(d) of the Public Utilities Act in connection )  
with the proposed issuance and sale of up to \$250 )  
million aggregate principal amount of bonds or )  
notes or a combination thereof, in one or more )  
series. )

01-0655

TWELFTH REPORT

The Peoples Gas Light and Coke Company ("Company") respectfully submits this twelfth report, for the period ended September 30, 2004, with respect to the bonds authorized by the order of the Commission entered on November 7, 2001, in the above-entitled Docket No. 01-0655. (Reference is made to the initial report to the Commission in this Docket for the period ended December 31, 2001, dated February 27, 2002.)

On February 6, 2003, the Company issued \$50,000,000 in principal amount of its First and Refunding Mortgage Bonds, Series KK, to the Illinois Development Finance Authority ("IDFA"). IDFA contemporaneously sold \$50,000,000 principal amount of its Gas Supply Refunding Revenue Bonds, Series 2003A to the underwriters, LaSalle Capital Markets, A Division of ABN AMRO Financial Services Inc., and Loop Capital Markets, LLC at 98.622% of the principal amount (i.e., \$98.622 per one hundred dollars face amount) for an aggregate consideration of \$49,311,000, which was then loaned by IDFA to the Company. The Series KK Bonds, which will mature on February 1, 2033, bear interest at a rate of 5.00% per annum.

The proceeds realized from the issuance of the Series KK Bonds have

been used to redeem the Company's previously issued \$50,000,000, 6.875% First and Refunding Mortgage Bonds, Series X.

No entity is or became an "affiliated interest" of the Company within the meaning of section 7-101 of the Illinois Public Utilities Act as a result of acquiring the Series KK Bonds.

On February 27, 2003, the Company also issued and sold its \$50,000,000 First and Refunding Mortgage Bonds, Series MM-1, to the initial purchaser, Banc One Capital Markets, Inc., at 99.317% of the principal amount (i.e., \$99.317 per one hundred dollars face amount) for an aggregate consideration of \$49,658,500. The Series MM-1 Bonds, which would have matured on March 1, 2010, will bear interest at a rate of 4.00% per annum. On October 15, 2003, Peoples Gas completed a registered exchange offer of \$50,000,000 principal amount of 4.00% Series MM-2 bonds due March 1, 2010 for all of the outstanding Series MM-1 bonds.

The proceeds realized from the sale of the Series MM-1 Bonds have been used for the purpose of refunding short-term indebtedness.

No entity is or became an "affiliated interest" of the Company within the meaning of section 7-101 of the Illinois Public Utilities Act as a result of acquiring the Series MM-1 Bonds.

On April 29, 2003, the Company also issued and sold its \$75,000,000 First and Refunding Mortgage Bonds, Series NN-1, to the initial purchasers, Banc of America Securities LLC and U.S Bancorp Piper Jaffray, Inc., at 99.920% of the principal amount (i.e., \$99.920 per one hundred dollars face amount) for an aggregate consideration of \$74,940,000. The Series NN-1 Bonds, which would have matured on May 1, 2013, will bear interest at a rate of 4.625% per annum. On October 15, 2003, Peoples Gas completed a registered exchange offer of \$75,000,000 principal amount of 4.625% Series NN-2 bonds due May 1, 2013 for all of the outstanding Series NN-1 bonds.

The proceeds realized from the sale of the Series NN-1 Bonds have been

used for the purpose of refunding the \$75,000,000, 6.37% First and Refunding Mortgage Bonds, Series CC.

No entity is or became an "affiliated interest" of the Company within the meaning of section 7-101 of the Illinois Public Utilities Act as a result of acquiring the Series NN-1 Bonds.

During the period ended September 30, 2004, the Company incurred the following expenses on its books in connection with the issuance and sale of said Series KK, MM-2 and NN-2 bonds:

	<u>Three Months Ended September 30, 2004</u>	<u>Cumulative Total at September 30, 2004</u>
<b>Series KK</b>		
-Accounting Fee		\$23,000.00
-Legal Fees and Expenses	\$1,012.13	110,694.79
-Rating Fee		30,000.00
-Insurance Fee		1,324,642.36
-Underwriters Discount		381,150.00
-IDFA Issuance Fee		92,500.00
-Trustee Fee		7,350.00
-Acceptance Fee		1,500.00
<b>Series MM-2</b>		
-Filing Fee		\$15,867.28
-Accounting Fee		34,000.00
-Rating Fee		66,800.00
-Initial Purchaser's Fee		312,500.00
-Legal Fees and Expenses	\$2,574.43	51,881.65
-SEC Registration Fee		4,045.00
-Acceptance Fee		1,500.00
-ICC Issuance Fee		100,000.00
<b>Series NN-2</b>		
-Filing Fee		\$15,867.28
-Accounting Fee		25,000.00
-Rating Fee		86,250.00
-Legal Fees and Expenses	\$1,740.43	29,488.42
-Acceptance Fee		1,500.00
-SEC Registration fee		6,068.00
-Underwriters Discount		487,500.00
-ICC Issuance Fee		150,000.00
<b>Illinois Commerce Commission</b>		
-ICC Issuance Fee-Future Issues		<u>\$150,000.00</u>
<b>Total</b>	<u>\$5,326.99</u>	<u>\$3,509,104.78</u>

STATE OF ILLINOIS       )  
                                      ) SS  
COUNTY OF COOK        )

GERARD T. FOX, being first duly sworn, on oath states that he is Vice President of Administration of The Peoples Gas Light and Coke Company, that he has read the foregoing report and knows the contents thereof, and that the facts stated therein are true to the best of his knowledge, information and belief.

Gerard T. Fox  
Gerard T. Fox

Subscribed and sworn to before me this 18<sup>th</sup> day of November, 2004

Carol B. O'Reilly  
Notary Public

My Commission Expires:

March 27, 2006

